

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

MARC OPPERMAN, et al.,

Plaintiffs,

vs.

PATH, INC., et al.,

Defendants.

Civil Action No. 1:12-cv-00219-SS

**CLASS ACTION**

**DECLARATION OF KEVIN SYSTROM IN SUPPORT OF**  
**JOINT MOTION TO TRANSFER VENUE**

Kevin Systrom hereby declares under penalty of perjury as follows:

1. I am a Product Manager at Facebook, Inc. I have been employed at Facebook, Inc. since September 10, 2012. Immediately prior to joining Facebook, I was the CEO of Instagram, Inc. I submit this Declaration in support of Defendant Instagram, Inc.'s Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a). Except as otherwise noted, this declaration is based on my personal knowledge and my review of Instagram, Inc.'s records. If called upon to testify as to the facts set forth in this declaration, I could and would competently testify thereto.

2. Prior to January 2012, Instagram, Inc. was known as Burbn, Inc. On August 30, 2012 Instagram, Inc. was acquired by Facebook, Inc. (the "Facebook Acquisition"). As a result, Instagram, Inc. ceased to exist as a separate corporation. In connection with the Facebook Acquisition, a new entity, Instagram, LLC, was formed. Instagram, LLC is a wholly-owned subsidiary of Facebook, Inc.

3. Prior to the Facebook Acquisition, Instagram, Inc. was a Delaware corporation with its headquarters, principal place of business, and sole office in San Francisco, California, which is encompassed within the Northern District of California.

4. Since the Facebook Acquisition, Instagram, LLC operates as a Delaware limited liability company within the geographic bounds of the Northern District of California. Instagram, LLC's offices and all of its employees and records are located in either San Francisco or Menlo Park, California.

5. I understand that in the present lawsuit, Plaintiffs seek to hold Instagram, Inc. liable for allegedly uploading, using, and storing portions of Plaintiffs' address book data via operation of the Instagram application ("Instagram App.") and its "Find my contact list" feature. (Second Amended Complaint ("SAC") ¶¶ 219-220.)

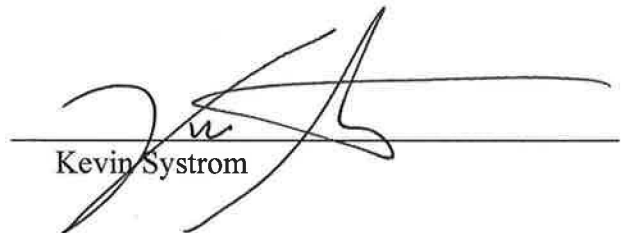
6. All of Instagram, Inc. and Instagram, LLC's corporate records and documents, including electronic document storage, were or are located in either San Francisco or Menlo Park, California.

7. To the best of my knowledge, current or former employees of Instagram, Inc. and/or Instagram LLC who have knowledge about the operation and implementation of the Instagram App and the "Find my contact list" feature are located in the Northern District of California.

8. Instagram, Inc. did not: (1) have any offices or employees permanently based in Texas; or (2) maintain any permanent corporate records, data, servers or other documents in Texas. Similarly, Instagram, LLC does not have offices or employees in Texas, nor does it maintain any corporate records, data, servers or other documents in Texas.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 11, 2012, at Menlo Park, California.

  
Kevin Systrom

**CERTIFICATE OF SERVICE**

I hereby certify that on October 12, 2012, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system which will send a notice of electronic filing to all counsel of record who have consented to electronic notification. I further certify that I mailed the foregoing document and the notice of electronic filing by first-class mail to all non-CM/ECF participants.

*/s/ Michael H. Page*

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Michael H. Page